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Counsel for the Official Committee Of
 Equity Security Holders Of USA Capital First Trust Deed Fund, LLC

**UNITED STATES BANKRUPTCY COURT
 DISTRICT OF NEVADA**

In re:
 USA COMMERCIAL MORTGAGE COMPANY,
 Debtor.

) BK-S-06-10725-LBR
 Chapter 11

In re:
 USA CAPITAL REALTY ADVISORS, LLC,
 Debtor.

) BK-S-06-10726-LBR
 Chapter 11

In re:
 USA CAPITAL DIVERSIFIED TRUST DEED FUND, LLC,
 Debtor.

) BK-S-06-10727-LBR
 Chapter 11

In re:
 USA CAPITAL FIRST TRUST DEED FUND, LLC,
 Debtor.

) BK-S-06-10728-LBR
 Chapter 11

In re:
 USA SECURITIES, LLC,
 Debtor.

) BK-S-06-10729-LBR
 Chapter 11

Affects
☐ All Debtors
☐ USA Commercial Mortgage Co.
☐ USA Securities, LLC
☐ USA Capital Realty Advisors, LLC
☐ USA Capital Diversified Trust Deed
☒ USA First Trust Deed Fund, LLC

) Date: June 22, 2007
 Time: 9:30 a.m.

**SECOND AND FINAL APPLICATION OF THE OFFICIAL COMMITTEE OF EQUITY
 SECURITY HOLDERS OF USA CAPITAL FIRST TRUST DEED FUND, LLC FOR
 REIMBURSEMENT OF EXPENSES OF COMMITTEE MEMBERS FOR THE PERIOD
 OF AUGUST 1, 2006 THROUGH MARCH 12, 2007 (AFFECTS USA CAPITAL FIRST
 TRUST DEED FUND, LLC)**

1 The Official Committee of Equity Security Holders of USA Capital First Trust
 2 Deed Fund, LLC (the "FTDF Committee") appointed in the above-captioned bankruptcy cases (the
 3 "Chapter 11 Cases"), hereby submits its "Second and Final Application of the Official Committee
 4 of Equity Security Holders of USA Capital First Trust Deed Fund, LLC for Reimbursement of
 5 Expenses of Committee Members for the Period of August 1, 2006 Through March 12, 2007" (the
 6 "Final Application"). By this Final Application, the FTDF Committee requests (1) final allowance
 7 for reimbursement of expenses incurred by members of the FTDF Committee in connection with
 8 the Chapter 11 Cases during the period from August 1, 2006 through March 12, 2007 (the "Second
 9 Application Period"); and (2) final allowance for reimbursement of expenses incurred as members
 10 of the FTDF Committee from the period of May 10, 2006 through July 31, 2006 (the "First Interim
 11 Period"), which expenses previously were approved by this Court on an interim basis.
 12 Specifically, Mary Ellen Moro ("Ms. Moro") and Richard G. Woudstra Revocable Trust (the
 13 "Woudstra Trust"), two FTDF Committee members, respectively request awards of \$349.76 and
 14 \$481.25 for reimbursement of expenses related to their service as members of the FTDF
 15 Committee during the Second Application Period. Additionally, Ms. Moro and the Woudstra
 16 Trust respectively request final approval of allowance for reimbursement of expenses in the
 17 amounts of \$1,972.38 and \$203.13, which have previously been approved on an interim basis.

18 This Final Application is made pursuant to section 503(b)(3)(F) of chapter 11 of
 19 title 11 of the United States Code (the "Bankruptcy Code") and Rule 2016 of the Federal Rules
 20 of Bankruptcy Procedure, and is based on the attached Memorandum of Points and Authorities,
 21 the exhibits attached hereto, the record in these cases, and the evidence and oral argument to be
 22 presented at the time of the hearing on the Final Application.

23 Respectfully submitted:

24
 25 Dated: April 26, 2007

26 /s/ Andrew M. Parlen
 27 Andrew M. Parlen, Esq.
 28 Stutman, Treister & Glatt
 Professional Corporation
 Counsel to the Official Committee of Equity
 Security Holders of USA Capital First Trust Deed
 Fund, LLC

POINTS AND AUTHORITIES

I.

STATEMENT OF FACTS

A. General Background

1. On April 13, 2006 (the "Petition Date"), USA Commercial Mortgage Company ("USACM"), USA Securities, LLC ("USA Securities"), USA Capital Realty Advisors, LLC ("USA Realty"), USA Capital Diversified Trust Deed Fund, LLC (the "DTDF"), and USA Capital First Trust Deed Fund, LLC (the "FTDF" and collectively with USA Mortgage, USA Securities, USA Realty, and the DTDF, the "Debtors") filed voluntary petitions for relief under chapter 11 the Bankruptcy Code.

2. Thereafter, on May 9, 2006, this Court entered its "Order Regarding Joint Administration Without Substantive Consolidation" [Docket No. 184] whereby the Court ordered that the foregoing Chapter 11 Cases be jointly administered under the name of USA Commercial Mortgage Company, bankruptcy case number BK-S-06-10725-LBR.

3. No trustee or examiner was appointed in the Chapter 11 Cases. Rather, the Debtors operated their businesses as debtors in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code through March 12, 2007, which is the date that the "Debtors' Third Amended Joint Chapter 11 Plan of Reorganization" (the "Plan") [Docket No. 1799] became effective (the "Effective Date").

4. On May 10, 2006, the Office of the United States Trustee (the "U.S. Trustee") appointed four separate committees in these Chapter 11 Cases, including the FTDF Committee. The current members of the FTDF Committee are: Ms. Moro, John H. Warner, Jr., Robert E. Taylor, the Woudstra Trust, the Wen Baldwin Separate Property Trust u/a/d/ 9/2/97, and John Goings. The FTDF Committee represents the interests of those persons who invested in FTDF (the "FTDF Members").

5. On January 8, 2007, the Court entered the "Order Confirming the 'Debtors' Third Amended Joint Chapter 11 Plan of Reorganization,' as Modified Herein" [Docket No. 2376]. The Debtors' Third Amended Joint Chapter 11 Plan of Reorganization became effective on March 12, 2007.

B. Interim Approval of Expenses Incurred During the First Interim Period

6. On August 31, 2006, the FTDF Committee filed the "First Interim Application Of The Official Committee Of Equity Security Holders Of USA Capital First Trust Deed Fund, LLC For Reimbursement Of Expenses Of Committee Members For The Period From May 10, 2006 Through July 31, 2006" (the "First Interim Application") [docket no. 1240], by which the FTDF Committee requested interim approval of expenses incurred by Ms. Moro and the Woudstra Trust in connection with serving on the FTDF Committee during the First Interim Period. On October 6, 2006, the Court granted the First Interim Application, allowing reimbursement of expenses in the amount of \$1,972.38 to Ms. Moro and \$203.13 to the Woudstra Trust on an interim basis [docket no. 1477].

C. Expenses Incurred During the Second Application Period

7. Ms. Moro and the Woudstra Trust also have incurred actual and necessary expenses arising from their participation on the FTDF Committee during the Second Application Period.

8. Ms. Moro's expenses are as follows:¹

Expenditure	Amount
Airfare charges incurred when traveling to and from Las Vegas, Nevada for hearings and/or meetings.	\$248.60
Taxicab transportation to and from airport when traveling to Las Vegas to attend hearing on August 4, 2007.	\$20.00
Taxicab transportation to and from airport when traveling to Las Vegas to attend FTDF Committee meeting in Las Vegas on August 18, 2007.	\$18.00
Conference call charges incurred hosting FTDF Committee telephonic meetings in August through December 2006.	\$63.16
Total	\$349.76

¹ Upon request of the Court or any party in interest, Ms. Moro will provide receipts for any of the costs for which she requests reimbursement.

9. The Woudstra Trust's expenses are as follows:²

Expenditure	Amount
700 miles @ \$0.445 per mile ³ accumulated in driving to and from hearings and/or committee meetings during 2006.	\$311.50
350 miles @ \$0.485 per mile ⁴ accumulated in driving to and from hearings and/or committee meetings during 2007.	\$169.75
Total	\$481.25

10. The FTDF Committee makes this Application pursuant to 11 U.S.C. § 503(b)(3)(F) and Bankruptcy Rule 2016(a). This Court has jurisdiction to consider this Application pursuant to 28 U.S.C. §§ 157 and 1334. Venue of this proceeding is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A).

II.

LEGAL AUTHORITY

The FTDF Committee Members' Expenses Should be Approved as Actual, Reasonable and Necessary Expenses of the Estates

11. Section 503(b)(3)(F) of the Bankruptcy Code grants administrative expense priority to "the actual, necessary expenses... incurred by – a member of a committee appointed under section 1102 of [the Bankruptcy Code], if such expenses are incurred in the performance of the duties of such committee." As such, applicable case law permits the reimbursement of the reasonable and necessary expenses actually incurred by the official creditors' committee members as a result of their service on such committee. See e.g., Creditors'

² Upon request of the Court or any party in interest, the Woudstra Trust will provide receipts for any of the costs for which it requests reimbursement.

³ Per the Internal Revenue Service's Information Release 2005-138, beginning January 1, 2006, the standard mileage rate for the use of a car is 44.5 cents per mile for business miles driven.

⁴ Per the Internal Revenue Service's Information Release 2006-168, beginning January 1, 2007, the standard mileage rate for the use of a car is 48.5 cents per mile for business miles driven.

1 Committee Chairman v. Fibrex, Inc. (In re Fibrex, Inc.), 270 B.R. 714, 716 (Bankr. S.D. Ind.
 2 2001); In re Colorado-Ute Elec. Assn., Inc., 132 B.R. 183 (Bankr. D. Colo. 1991); In re General
 3 Oil Distribs., Inc., 51 B.R. 794, 805 (Bankr. E.D.N.Y. 1985); In re Malden Mills, Inc., 42 B.R.
 4 476, 487-88 (Bankr. D. Mass. 1984).

5 12. The expense reimbursement requested by the FTDF Committee members
 6 satisfies the actual, reasonable and necessary standard set by the case law. All of the expenses
 7 were incurred as a result of the members' participation in the Chapter 11 Cases. Furthermore,
 8 FTDF has sufficient funds available to pay these expenses. The expense reimbursement request
 9 should be approved as actual, reasonable and necessary expenses of the FTDF estate.

10 III.

11 CONCLUSION

12 13. WHEREFORE, the FTD Fund Committee respectfully requests that the
 13 Court enter an order (i) granting the Final Application; (ii) directing the payment of \$349.76 to
 14 Mary Ellen Moro for the reimbursement of actual and necessary expenses incurred by Ms. Moro
 15 during the Second Application Period in her capacity as a member of the FTDF Committee; (iii)
 16 directing the payment of \$481.25 to the Richard G. Woudstra Revocable Trust for the
 17 reimbursement of actual and necessary expenses incurred by the Woudstra Trust during the
 18 Second Application Period in its capacity as a member of the FTDF Committee; (iv) awarding
 19 final allowance of reimbursement of expenses in the amount of \$2,322.14 to Ms. Moro for the
 20 reimbursement of actual and necessary expenses incurred by Ms. Moro during both the First
 21 Interim Period and the Second Application Period in her capacity as a member of the FTDF
 22 Committee; (v) awarding final allowance of reimbursement of expenses in the amount of
 23 \$684.38 to the Woudstra Trust for the reimbursement of actual and necessary expenses incurred
 24 by the Woudstra Trust during both the First Interim Period and the Second Application Period in

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1 its capacity as a member of the FTDF Committee; and (vi) granting such other and further relief
2 as the Court deems just and appropriate.

3
4 Respectfully submitted this 26th day of April, 2007.

5
6 /s/ Andrew M. Parlen

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8 EVE H. KARASIK (CA State Bar No. 155356), and
9 ANDREW M. PARLEN (CA State Bar No. 230429), Members of
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